

Southern Railway System

P.O. Box 1808
Washington, D.C. 20013

KARL A. STOECKER
SENIOR VICE PRESIDENT
FINANCE

920 15TH STREET, N.W.
TEL: (202) 628-4460

August 3, 1979

59080

RECORDATION NO. 7515-1425 Filed 1425

9-218A020

AUG 06 1979

Mr. H. G. Homme, Jr.
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

AUG 6 1979-10 20 AM
INTERSTATE COMMERCE COMMISSION

Date 10.00
Fee \$ 10.00
CC Washington, D. C.

Dear Mr. Homme:

I enclose five original counterparts of the instrument described in paragraph (1) hereof, for recordation and return, together with two original counterparts for the Commission's files.

In accordance with 49 CFR Part 1116, covering the recordation of documents, I advise you as follows:

- (1) The enclosed document is a Supplement dated as of July 1, 1979, to Equipment Trust Agreement between Citibank, N.A., Trustee, and Southern Railway Company dated as of June 15, 1974, constituting Southern Railway Equipment Trust No. 3 of 1974.

- (2) The Supplement is executed for the purpose of subjecting to the Equipment Trust certain new equipment, being:

1 - new 100-ton 3600 cu. ft. capacity Open Top Hopper Car bearing road number 351861, AAR designation HT.

The unit of Equipment will be marked with the words:

"OWNED BY A BANK OR TRUST COMPANY UNDER A FINANCING AGREEMENT RECORDED WITH THE INTERSTATE COMMERCE COMMISSION UNDER SECTION 20c OF THE INTERSTATE COMMERCE ACT."

- (3) The Equipment Trust Agreement was filed and recorded in your office on May 17, 1974, at 10:25 A.M., and was assigned Recordation No. 7515.

(4) After recordation, the original document should be returned to Manfred S. Block, Esq., Attorney, Southern Railway Company, P. O. Box 1808, Washington, D.C. 20013.

(5) The recordation fee of \$10.00 is enclosed.

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,

A handwritten signature in cursive script, appearing to read "K.A. Stoecker".

Karl A. Stoecker (MSB)

Enclosures

Executed in 7 Counterparts of
which this is Counterpart No. 2

58822

RECORDATION NO. 7575-2 Filed 1425

AUG 6 1979 - 10 20 AM

INTERSTATE COMMERCE COMMISSION

THIS SUPPLEMENTAL AGREEMENT, made and entered into as of
July 1, 1979, by and between

CITIBANK, N.A., a national banking association duly incorporated and existing under the laws of the United States of America with its head office in the City of New York, New York, (the "Trustee"), party of the first part; and

SOUTHERN RAILWAY COMPANY, a Virginia corporation, and
CENTRAL OF GEORGIA RAILROAD COMPANY, a Georgia corporation,
(together called the "Company"), party of the second part;

W I T N E S S E T H THAT:

WHEREAS, by agreement dated as of June 15, 1974, (the "Agreement"), between the Trustee and the Company there was constituted SOUTHERN RAILWAY EQUIPMENT TRUST NO. 3 OF 1974; and

WHEREAS, Southern Railway Company assigned portions of its interest in the Agreement to CENTRAL OF GEORGIA RAILROAD COMPANY by assignment dated as of June 16, 1974; and

WHEREAS, by the Agreement the Trustee has let and leased unto the Company certain railroad equipment as defined in the Agreement, all upon such terms and conditions as therein specified; and

WHEREAS, in Section 4.9 of the Agreement, it is provided that upon the filing with the Trustee of the appropriate documents, any monies paid to the Trustee pursuant to said Section 4.9 or Section 4.7 of the Agreement may be applied to the purchase of additional equipment; and

WHEREAS, the Company, in compliance with the aforesaid requirements of Section 4.9 of the Agreement now proposes to cause to be sold, assigned, transferred and set over unto the Trustee, as trustee under the Agreement, one (1) new 100-Ton 3600 cu. ft. capacity Open Top Hopper Car bearing road number 351861 (the "Additional Equipment");

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar (\$1.00) paid by the Trustee to the Company at or before the ensealing and delivery hereof, the receipt of which is hereby acknowledged, and in consideration of the rents and covenants in the Agreement provided for and contained, the Company does hereby assign to the Trustee all of its right, title and interest under the contract for the acquisition of the Additional Equipment and the Trustee does hereby let and lease the Additional Equipment to the Company for the remainder of the lease term as set forth in the Agreement, the said assignment by the Company and lease by the Trustee being upon and subject to all the terms and conditions of the Agreement as though the Additional Equipment had been a part of the original Equipment described in the Agreement.

AND the Company hereby accepts the terms and conditions upon which the Additional Equipment is leased to it hereunder, and covenants and agrees to abide by each and every such term and condition according to the true intent and purpose thereof.

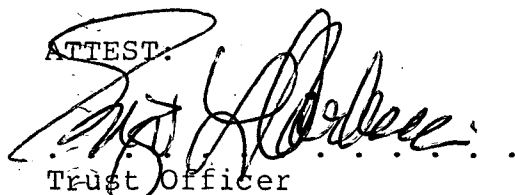
This Supplemental Agreement may be executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed and duly attested, as of the day and year first above written.

CITIBANK, N.A., As Trustee
By


.....
Senior Trust Officer

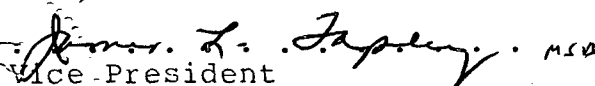
ATTEST:


Trust Officer

SOUTHERN RAILWAY COMPANY,
CENTRAL OF GEORGIA RAILROAD COMPANY,
By

ATTEST:


Assistant Secretary


Vice President

STATE OF NEW YORK)

) SS:

COUNTY OF NEW YORK)

On this 23rd day of July, 1979, before me personally appeared RALPH E. JOHNSON, to me personally known, who, being by me duly sworn, says that he is a Senior Trust Officer (Title) of CITIBANK, N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation pursuant to due corporate authority and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Alice H. Shaw

ALICE H. SHAW
Notary Public, State of New York
No. 24-4646218
Qualified in Kings County
Cert. filed in New York County
Term Expires March 30, 1981

DISTRICT OF COLUMBIA.

On this 1st day of August, 1979, before me personally appeared James L. Taylor, to me personally known, who, being by me duly sworn, says that he is a Vice President of SOUTHERN RAILWAY COMPANY and CENTRAL OF GEORGIA RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation pursuant to due corporate authority and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

C. O. Wagner

C. O. WAGNER
Notary Public

In and For the District of Columbia
My Commission Expires May 31, 1982